

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name CARBO Ceramics Inc.

2. All other names debtor used in the last 8 years _____

Include any assumed names, trade names, and *doing business* as names

3. Debtor's Federal Employer Identification Number (EIN) 72-1100013

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>575 N. Dairy Ashford Road</u> Number Street	_____ Number Street
	<u>Suite 300</u>	_____ P.O. Box
	<u>Houston TX 77079</u> City State ZIP Code	_____ City State ZIP Code
	Location of principal assets, if different from principal place of business	
	<u>Harris</u> County	_____ Number Street
		_____ City State ZIP Code

5. Debtor's website (URL) www.carboceramics.com

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor

CARBO Ceramics Inc.

Case number (if known)

Name

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3279**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.

District _____ When _____ Case number _____
 MM / DD / YYYY
 District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

Debtor See Schedule 1 Relationship _____
 District Southern District of Texas When _____
 MM / DD / YYYY
 Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor

CARBO Ceramics Inc.
Name

Case number (if known)

11. Why is the case filed in *this* district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor

CARBO Ceramics Inc.
Name

Case number (if known)

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures


WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/29/2020
MM / DD / YYYY

x 

Signature of authorized representative of debtor

Ernesto Bautista III

Printed name

Title Vice President & Chief Financial Officer

18. Signature of attorney

x 

Signature of attorney for debtor

Date

3/29/2020
MM / DD / YYYY

Paul E. Heath

Printed name

Vinson & Elkins LLP

Firm name

2001 Ross Ave., Suite 3900

Number Street

Dallas

City

TX

State

75201

ZIP Code

214-220-7700

Contact phone

pheath@velaw.com

Email address

09355050

Bar number

TX

State

Fill in this information to identify the case and this filing:

Debtor Name CARBO Ceramics Inc.

United States Bankruptcy Court for the: Southern District of Texas (State)

Case number (if known): _____

Schedule 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor:

Asset Guard Products Inc.

StrataGen, Inc.

Fill in this information to identify the case and this filing:

Debtor Name CARBO Ceramics Inc.
 United States Bankruptcy Court for the: Southern District of Texas
 (State)
 Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration List of Affiliate Debtors

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/29/2020
 MM / DD / YYYY

x



Signature of individual signing on behalf of debtor

Ernesto Bautista III

Printed name

Vice President & Chief Financial Officer

Position or relationship to debtor

**SECRETARY'S CERTIFICATE OF
CARBO CERAMICS INC.**

March 29, 2020

The undersigned, being the Vice President, General Counsel, Corporate Secretary, Chief Compliance Officer and Chief ESG Officer of CARBO Ceramics Inc., a Delaware corporation (the “*Company*”), hereby certifies as follows:

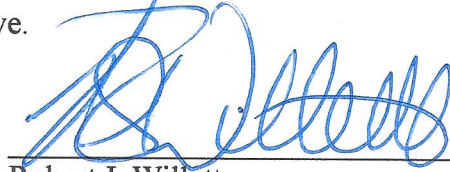
1. I am the duly qualified and appointed Vice President, General Counsel, Corporate Secretary, Chief Compliance Officer and Chief ESG Officer of the Company and, as such, am familiar with the facts certified herein, and I am duly authorized to certify the same on behalf of the Company.

2. The resolutions attached hereto as Annex A have been duly adopted by the Board of Directors of the Company, have not been amended, modified, revoked, rescinded or repealed and have been in full force and effect since their adoption, to and including the date hereof.

[Signature Page Follows]

EXECUTED as of the date first written above.

By:



Robert J. Willette
Vice President, General Counsel, Corporate
Secretary, Chief Compliance Officer and
Chief ESG Officer

The undersigned hereby attests to the signature and incumbency of Robert J. Willette as Vice President, General Counsel, Corporate Secretary, Chief Compliance Officer and Chief ESG Officer of the Company.

By:

Ernesto Bautista III
Vice President, Chief Financial Officer and
Treasurer


EXECUTED as of the date first written above.

By:

Robert J. Willette
Vice President, General Counsel, Corporate
Secretary, Chief Compliance Officer and
Chief ESG Officer

The undersigned hereby attests to the signature and incumbency of Robert J. Willette as Vice President, General Counsel, Corporate Secretary, Chief Compliance Officer and Chief ESG Officer of the Company.

By:



Ernesto Bautista III
Vice President, Chief Financial Officer and
Treasurer

ANNEX A

Chapter 11 Resolutions of the Board of Directors of CARBO Ceramics Inc.

(Attached)

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
CARBO CERAMICS INC.**

**TO BE CONSIDERED AT A MEETING OF THE BOARD OF DIRECTORS TO BE
HELD ON MARCH 26, 2020**

WHEREAS, the board of directors (the “**Board**”) of CARBO Ceramics Inc., a Delaware corporation (the “**Company**”), has studied and considered the financial condition of the Company and its subsidiaries (the “**Company Group**”), including the Company Group’s liabilities, contractual obligations and liquidity, the current and reasonably foreseeable future conditions in the oil and natural gas industry and the outlook for the Company Group’s products and services;

WHEREAS, the Board engaged a financial advisor to assist the Company in exploring strategic alternatives and has consulted with the financial and legal advisors to the Company to fully consider the strategic alternatives available to the Company Group;

WHEREAS, the Board has unanimously determined that it is advisable and in the best interests of the Company to (i) pursue a prenegotiated chapter 11 plan of reorganization of the Company under Chapter 11 of Title 11 of the United States Code (the “**Plan**”) in accordance with a Restructuring Support Agreement among the Company, Asset Guard Products Inc. (“**Asset Guard**”) and StrataGen, Inc. (“**StrataGen**,” and together with Asset Guard, the “**Filing Subsidiaries**,” and the Filing Subsidiaries, together with the Company, the “**Debtors**”), each a Delaware corporation and wholly owned subsidiary of the Company, Wilks Brothers, LLC (“**Wilks**”) and Equify Financial, LLC (“**Equify**,” and together with Wilks, the “**Prepetition Secured Lenders**,” and such agreement, the “**Restructuring Support Agreement**”), and (ii) execute, deliver, and file or cause to be filed with the United States Bankruptcy Court for the Southern District of Texas, Houston Division, or another appropriate court (the “**U.S. Bankruptcy Court**”), any and all documents necessary or convenient to effect, cause or promote the reorganization of the Debtors under Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”) pursuant to the Plan and in accordance with the Restructuring Support Agreement;

WHEREAS, the Board has reviewed the Restructuring Support Agreement among the Debtors and the Prepetition Secured Lenders and a restructuring term sheet (the “**Restructuring Term Sheet**”) which contemplate, among other things, the consummation of a series of transactions (the “**Restructuring Transactions**”) described therein, pursuant to which (i) each Prepetition Secured Lender will receive its pro rata share of 100% of the equity interests in a reorganized Company entity (the “**Reorganized Company**”) in exchange for such Prepetition Secured Lender’s claims under the Company’s existing \$65 million credit facility and the DIP Facility (as defined below), except to the extent such DIP Facility claims (the “**DIP Facility Claims**”) are converted into borrowings under the Exit Facility (as defined below), with the Reorganized Company retaining (a) 100% of the equity interests in a reorganized Asset Guard entity and (b) 100% of the equity interests in a reorganized StrataGen entity and (ii) a liquidating trust will be established for the benefit of general unsecured creditors of the Debtors;

WHEREAS, the Debtors will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “**Cash Collateral**”), which is security for the claims held by the Prepetition Secured Lenders;

WHEREAS, as contemplated by the Restructuring Term Sheet, (i) Wilks has agreed to provide post-petition financing to the Company under a debtor-in-possession credit agreement (the “**DIP Facility**”), on the terms and subject to the conditions set forth in a Senior Secured Super Priority Debtor-in-Possession Credit Agreement (the “**DIP Credit Agreement**”), by and among the Company, as borrower, the Filing Subsidiaries, as guarantors, Wilks, as lender, and the other guarantors and lenders from time to time party thereto (Wilks and any other lenders from time to time party thereto, collectively, the “**DIP Lenders**”), and (ii) following the consummation of the Restructuring Transactions, at the election of the DIP Lenders, all of a portion of the DIP Facility Claims may be converted into interests in, or borrowings under a new exit credit facility with, the Reorganized Company (the “**Exit Facility**”);

WHEREAS, the boards of directors of each of the Filing Subsidiaries (collectively, the “**Filing Subsidiary Boards**”) desire for the Filing Subsidiaries to, concurrently with the Company, file or cause to be filed voluntary petitions for relief pursuant to Chapter 11 of Title 11 of the Bankruptcy Code with the U.S. Bankruptcy Court and are approving such filings contemporaneously with the adoption of these resolutions; and

WHEREAS, after review of (i) the financial condition of the Company Group, the current and reasonably foreseeable future conditions in the oil and natural gas industry, the outlook for the Company Group’s products and services and the other alternatives available to the Company Group, (ii) the terms of the Restructuring Support Agreement, the Restructuring Term Sheet and related documentation, (iii) the availability of the DIP Facility and consensual use of the Cash Collateral and (iv) such other considerations as the Board deems relevant, the Board, following consultation with the financial and legal advisors to the Company, has determined that it is advisable and in the best interests of the Company to enter into the Restructuring Support Agreement and pursue the restructuring of the Debtors under the Bankruptcy Code as contemplated therein and as approved in these resolutions.

Restructuring Support Agreement

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes and approves, in all respects, the Company’s entry into the Restructuring Support Agreement, together with any other agreements or documentation relating thereto (collectively, the “**Restructuring Support Documents**”), and the performance of its obligations thereunder;

FURTHER RESOLVED, that the Chairman and Chief Executive Officer of the Company and any Vice President of the Company (collectively, the “**Authorized Officers**”), acting alone or with one or more other Authorized Officers, are hereby authorized and empowered to take such actions and negotiate or cause to be prepared and negotiated and to execute, file, and deliver the Restructuring Support Documents, with such changes, additions, and modifications thereto as the Authorized Officers executing the same shall approve, such approval to be conclusively evidenced by such Authorized Officer’s execution or delivery thereof, cause the Company to perform its obligations under the Restructuring Support Documents, or any amendments or modifications

thereto that may be contemplated by, or required in connection with, the Restructuring Transactions or the chapter 11 case, and incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, as any such Authorized Officer shall in his or her judgment determine to be necessary or appropriate to consummate the Restructuring Transactions, which determination shall be conclusively evidenced by such Authorized Officer's execution or delivery thereof;

Chapter 11 Authorization

FURTHER RESOLVED, that the Board has determined that it is advisable and in the best interests of the Company to file voluntary petitions for relief pursuant to Chapter 11 of Title 11 of the Bankruptcy Code with the U.S. Bankruptcy Court (the "*Petitions*"), consistent with the resolutions set forth herein;

FURTHER RESOLVED, that the Company is hereby authorized to file or cause to be filed the Petitions with the U.S. Bankruptcy Court;

FURTHER RESOLVED, that the Authorized Officers, acting alone or with one or more other Authorized Officers, are hereby authorized to execute, deliver, and file or cause to be filed with the U.S. Bankruptcy Court, on behalf of the Company, the Petitions, in such form as prescribed by the Official Forms promulgated in connection with the Bankruptcy Code;

FURTHER RESOLVED, that, upon the filing of the Petitions as authorized by the preceding resolution, each Authorized Officer, acting alone or with one or more other Authorized Officers, is hereby authorized to execute, deliver, and file or cause to be filed with the U.S. Bankruptcy Court, on behalf of the Company, all papers, motions, applications, schedules, and pleadings necessary, appropriate, or convenient to facilitate the chapter 11 case and all of its matters and proceedings, and any and all other documents necessary, appropriate, or convenient in connection with the commencement of the chapter 11 case, each in such form or forms as such Authorized Officer may approve;

FURTHER RESOLVED, that the Authorized Officers are authorized and empowered to execute and to deliver to, and file with or cause to be filed with, the U.S. Bankruptcy Court, on behalf of the Company, all papers and pleadings that such Authorized Officers believe to be necessary or advisable to effect, cause or further the reorganization of the Company under Chapter 11 of Title 11 of the Bankruptcy Code including any and all other documents necessary to effectuate the Plan, including a disclosure statement related thereto, together with any amendments or modifications thereto, or any restatements thereof, in each case, as the Authorized Officers may approve;

FURTHER RESOLVED, that each of the Filing Subsidiaries is authorized to file or cause to be filed voluntary petitions for relief pursuant to Chapter 11 of Title 11 of the Bankruptcy Code with the U.S. Bankruptcy Court, consistent with the resolutions set forth herein, and the Filing Subsidiaries and the Filing Subsidiary Boards are authorized and empowered to take such actions as are necessary to accomplish same consistent with the resolutions set forth herein;

Debtor-in-Possession Financing; Cash Collateral; Adequate Protection

FURTHER RESOLVED, that the Board hereby authorizes and approves, in all respects, the Company's entry into the DIP Credit Agreement, together with any other agreements or documentation relating thereto (collectively, the "***DIP Loan Documents***"), and the performance of its obligations thereunder;

FURTHER RESOLVED, that the Authorized Officers, acting alone or with one or more other Authorized Officers, are hereby authorized and empowered to take such actions and negotiate or cause to be prepared and negotiated and to execute, file, and deliver the DIP Loan Documents, with such changes, additions, and modifications thereto as the Authorized Officers executing the same shall approve, such approval to be conclusively evidenced by such Authorized Officer's execution or delivery thereof, cause the Company to perform its obligations under the DIP Loan Documents, or any amendments or modifications thereto that may be contemplated by, or required in connection with, the Restructuring Transactions or the chapter 11 case, and incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, as any such Authorized Officer shall in his or her judgment determine to be necessary or appropriate to consummate the Restructuring Transactions, which determination shall be conclusively evidenced by such Authorized Officer's execution or delivery thereof;

FURTHER RESOLVED, that the Company shall be, and hereby is, authorized to: (i) undertake any and all transactions contemplated by the DIP Loan Documents, on substantially the terms and subject to the conditions set forth in the DIP Loan Documents or as may hereafter be fixed or authorized by the Board or any of the Authorized Officers, acting alone or with one or more other Authorized Officers; (ii) borrow funds from, provide guaranties to, pledge its assets as collateral to and undertake any and all related transactions contemplated thereby (collectively, the "***Financing Transactions***") with the DIP Lenders and on such terms as may be approved by any one or more of the Authorized Officers, as necessary or appropriate for the continuing conduct of the affairs of the Company; (iii) execute and deliver and cause the Company to incur and perform its obligations under the DIP Loan Documents and Financing Transactions; (iv) finalize the DIP Loan Documents and Financing Transactions, consistent in all material respects with the drafts thereof that have been presented to and reviewed by the Board; and (v) pay related fees and grant security interests in and liens upon some, any or all of the Company's assets, as may be deemed necessary by any one or more of the Authorized Officers in connection with such Financing Transactions;

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered in the name of, and on behalf of, the Company, as a debtor and debtor in possession, to take such actions and negotiate or cause to be prepared and negotiated and to execute, file, deliver and cause the Company to incur and perform its obligations under the DIP Loan Documents, any secured cash management agreements, and all other agreements, instruments and documents (including, without limitation, any and all other joinders, mortgages, deeds of trust, consents, notes, pledge agreements, security agreements, control agreements and any agreements with any entity (including governmental authorities) requiring or receiving cash collateral or other credit support with proceeds from the DIP Credit Agreement) or any amendments thereto or waivers thereunder (including, without limitation, any amendments, waivers or other modifications of any of the DIP

Loan Documents) that may be contemplated by, or required in connection with, the DIP Credit Agreement, the other DIP Loan Documents and the Financing Transactions, and incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, as such Authorized Officer shall in his or her judgment determine to be necessary or appropriate to consummate the transactions contemplated by the DIP Credit Agreement and the other DIP Loan Documents, which determination shall be conclusively evidenced by such Authorized Officer's execution or delivery thereof;

FURTHER RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to authorize the DIP Lenders to file any UCC financing statements, mortgages, notices, and any necessary assignments for security or other documents in the name of the Company that the DIP Lenders deem necessary or appropriate to perfect any lien or security interest granted under the DIP Loan Documents, including any such UCC financing statement containing a generic description of collateral, such as "all assets," "all property now or hereafter acquired" and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Company, in each case as the DIP Lenders may reasonably request to perfect the security interests granted under the DIP Loan Documents;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby are, authorized and empowered, in consultation with the Board, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Credit Agreement or any of the other DIP Loan Documents or any of the other DIP financing documents, and to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, which shall in his or her sole judgment be necessary, proper or advisable, which determination shall be conclusively evidenced by such Authorized Officer's execution or delivery thereof;

FURTHER RESOLVED, that the Company will obtain benefits from the incurrence of the loans and other financial accommodations under the DIP Credit Agreement by the Company and the occurrence and consummation of the Financing Transactions under the DIP Credit Agreement and the other DIP Loan Documents, which are necessary and appropriate to the conduct, promotion and attainment of the business of the Company;

FURTHER RESOLVED, that in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, the Company is authorized to provide certain adequate protection to the Prepetition Secured Lenders (the "**Adequate Protection Obligations**"), as documented in a proposed interim order (any such order, the "**Interim DIP Order**") and a proposed final order (any such order, the "**Final DIP Order**," and together with the Interim DIP Order, the "**DIP Orders**") described to the Board and submitted for approval to the U.S. Bankruptcy Court;

FURTHER RESOLVED, that the form, terms, and provisions of the DIP Orders to which the Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and each of the Authorized Officers be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take such actions

and negotiate, or cause to be prepared and negotiated, and to execute, deliver, perform, and cause the performance of, the DIP Orders and the DIP Loan Documents (together with the DIP Orders, collectively, the “**DIP Documents**”), and incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, on substantially the terms and subject to the conditions described to the Board, with such changes, additions, and modifications thereto as the Authorized Officers executing the same shall approve, such approval to be conclusively evidenced by such Authorized Officer’s execution or delivery thereof;

FURTHER RESOLVED, that the Company, as a debtor and debtor in possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Documents (collectively, the “**Adequate Protection Transactions**”);

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and empowered, and each of them acting alone be, and hereby is, authorized and empowered in the name of, and on behalf of, the Company, to take such actions as in their discretion is determined to be necessary, appropriate, or advisable and execute the Adequate Protection Transactions, including delivery of: (i) the DIP Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other documents, including, without limitation, any amendments to any DIP Documents (collectively, the “**Adequate Protection Documents**”); (ii) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the Prepetition Secured Lenders; and (iii) such forms of deposit, account control agreements, officer’s certificates, and compliance certificates as may be required by the DIP Documents or any other Adequate Protection Documents;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered in the name of, and on behalf of, the Company, to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the Adequate Protection Transactions and all fees and expenses incurred by or on behalf of the Company in connection with these resolutions, in accordance with the terms of the Adequate Protection Documents, which shall in their sole judgment be necessary, appropriate, or advisable to perform any of the Company’s obligations under or in connection with the DIP Orders or any of the other Adequate Protection Documents and the transactions contemplated thereby and to carry out fully the intent of these resolutions;

Retention of Professionals

FURTHER RESOLVED, that the engagement of Vinson & Elkins L.L.P. (“**V&E**”) as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code in the U.S. Bankruptcy Court, and to take any and all actions to advance the Company’s rights and obligations, including filings and pleadings, is hereby approved, and each of the Authorized Officers is hereby authorized and empowered to take such actions as may be required to so engage V&E for such purposes; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of V&E;

FURTHER RESOLVED, that the engagement of Okin Adams LLP (“*Okin Adams*”) as special bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code in the U.S. Bankruptcy Court, and to take any and all actions to advance the Company’s rights and obligations, including filings and pleadings, is hereby approved, and each of the Authorized Officers is hereby authorized and empowered to take such actions as may be required to so engage Okin Adams for such purposes; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Okin Adams;

FURTHER RESOLVED, that the engagement of Perella Weinberg Partners L.P. and Tudor Pickering, Holt & Co. (collectively, “*PWP*”) as investment banker to represent and assist the Company in carrying out its duties under the Bankruptcy Code in the U.S. Bankruptcy Court, and to take any and all actions to advance the Company’s rights and obligations, is hereby approved, and each of the Authorized Officers is hereby authorized and empowered to take such actions as may be required to so engage PWP for such purposes; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of PWP;

FURTHER RESOLVED, that the engagement of FTI Consulting, Inc. (“*FTI*”) as financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code in the U.S. Bankruptcy Court, and to take any and all actions to advance the Company’s rights and obligations, is hereby approved, and each of the Authorized Officers is hereby authorized and empowered to take such actions as may be required to so engage FTI for such purposes; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of FTI;

FURTHER RESOLVED, that the engagement of any or all of Ernst & Young LLP, KPMG LLP and Weaver and Tidwell, L.L.P. as accountants and tax advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code in the U.S. Bankruptcy Court, and to take any and all actions to advance the Company’s rights and obligations, is hereby approved, and each of the Authorized Officers is hereby authorized and empowered to take such actions as may be required to so engage such firms for such purposes; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of such firms;

FURTHER RESOLVED, that the engagement of Prime Clerk LLC (“*Prime Clerk*”) as notice and claims agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code in the U.S. Bankruptcy Court, and to take any and all actions to advance the Company’s rights and obligations, is hereby approved, and each of the Authorized Officers is hereby authorized and empowered to take such actions as may be required to so engage Prime Clerk for such purposes; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Prime Clerk;

FURTHER RESOLVED, that each of the Authorized Officers is hereby authorized and empowered to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

General

FURTHER RESOLVED, that each of the Authorized Officers is hereby authorized, on behalf of the Company, to certify and attest to any documents that he or she may deem necessary, appropriate, or convenient to consummate any transactions necessary to effectuate the foregoing resolutions; provided, such attestation shall not be required for the validity of any such documents; and

FURTHER RESOLVED, that all actions heretofore taken by any officer, employee or representative of the Company in its name or for its account in connection with any of the above matters are hereby in all respects ratified, confirmed and approved.

[The remainder of this page is intentionally blank.]

Fill in this information to identify the case and this filing:

Debtor Name CARBO Ceramics Inc.

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Corporate Resolutions

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/29/2020

MM / DD / YYYY

x

Signature of individual signing on behalf of debtor

Ernesto Bautista III

Printed name

Vice President & Chief Financial Officer

Position or relationship to debtor

Fill in this information to Identify the case:

Debtor Name: CARBO Ceramics Inc.

United States Bankruptcy Court for the: Southern District of Texas

Case Number (If known):

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A consolidated list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

1	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	MIDWEST PROPPANT, LLC 555 E. OUTER 21 RD ARNOLD, MO 63010	CONTACT: MIKE HARMAN PHONE: 636-287-1848 MIKE@MW-PROP.COM	TRADE DEBT	DISPUTED			\$820,120.00
2	GREENBRIER MANAGEMENT SERVICES C/O GREEN UNION TRUST 445 SOUTH FIGUEROA STREET, STE 401 LOS ANGELES, CA 90071	CONTACT: JOHN LAWRENCE PHONE: 503-670-3193 JOHN.LAWRENCE@GBRX.COM	TRADE DEBT				\$664,391.00
3	WELL SITE SUPPLY, INC. ATTN: W. TRENT ELLIOTT, PRES. 180 BLUE KNOB ROAD MARIETTA, OH 42750	CONTACT: TRENT ELLIOT PHONE: 740-236-0306 TELLIOT@WELLSITESUPPLY.COM	TRADE DEBT	DISPUTED			\$362,984.00
4	GREENBRIER MANAGEMENT SERVICES LLC 13820 COLLECTIONS CENTER DR. CHICAGO, IL 60693	CONTACT: JOHN LAWRENCE PHONE: 503-670-3193 JOHN.LAWRENCE@GBRX.COM	TRADE DEBT				\$346,800.00
5	CHEMLINE INC 5151 NATURAL BRIDGE AVE ST. LOUIS, MO 63115	CONTACT: JOHN PANTANELLA PHONE: 314-664-2230 JOHNP@CHEMLINE.NET	TRADE DEBT				\$301,759.00
6	WISCONSIN PROPPANTS, LLC 301 SOUTH BEDFORD STREET, SUITE 1 MADISON, WI 53703	CONTACT: ALLANA BLACK PHONE: 403-509-4374 ARANKIN@SLB.COM	TRADE DEBT				\$291,936.00
7	THERMAFOAM OPERATING, LLC 1240 N. HWY 77 HILLSBORO, TX 76645-3605	CONTACT: MIKE POWER PHONE: 254-582-2730 MPOWER@THERMAFOAM.COM	TRADE DEBT				\$283,235.00

Debtor: CARBO Ceramics Inc.

Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8 WILDCAT MINERALS LLC 5960 BERKSHIRE BLVD, STE 800 DALLAS, TX 75225-6068	CONTACT: PETE MELCHER PHONE: 720-299-0056 PMELCHER@WILDCATMINERALS.COM	TRADE DEBT	DISPUTED			\$266,630.00
9 KTJ 251 LLC 400 WATER STREET, STE 200 EXCELSIOR, MN 55331	CONTACT: JOE RYAN PHONE: 952-294-1241 JOE@OPPIDAN.COM	TRADE DEBT				\$254,705.00
10 GREENBRIER LEASING COMPANY LLC 13799 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	CONTACT: JOHN LAWRENCE PHONE: 503-670-3193 JOHN.LAWRENCE@GBRX.COM	TRADE DEBT				\$207,399.00
11 CAPRO INDUSTRIES 3128 E HARCOURT ST RANCHO DOMINGUEZ, CA 90220	CONTACT: JULES TEFFAHA PHONE: 800-935-3422 EXT 780 JULES@CAPRO.NET	TRADE DEBT				\$178,038.00
12 ARCILLA MINING & LAND COMPANY LLC 9474 HIGHWAY 57 MCINTYRE, GA 31054	CONTACT: TED SMITH PHONE: 478-946-3664 TSMITH@ARCILLAMINING.COM	TRADE DEBT				\$138,500.00
13 WELLS FARGO RAIL CORPORATION 6250 N RIVER RD STE 5000 ROSEMONT, IL 60018	CONTACT: DAN SCHLOSSBERG PHONE: 312-630-2415 DAN.SCHLOSSBERG@WELLSFARGO.COM	TRADE DEBT				\$136,257.00
14 INDUSTRIAL CHEMICALS, INC. 2042 MONTREAT DRIVE VESTAVIA, AL 35216	CONTACT: JEFF LLOYD PHONE: 704-999-4563 JEFFLLOYD@INDUSTRIALCHEM.COM	TRADE DEBT				\$127,252.00
15 RITEKS, INC. 14550 TORREY CHASE BLVD, STE 460 HOUSTON, TX 77066	CONTACT: RYAN BOSS PHONE: 281-569-3500 RBOSS@RITEKS.COM	TRADE DEBT				\$122,780.00
16 DAKOT WEAR CERAMICS (PTY) LTD 1 LAMB STREET GINGINDLOVU 3800 SOUTH AFRICA	CONTACT: COBUS KOTZE PHONE: +27 35 337 0053 COBUSKOTZE@DAKOT.CO.ZA	TRADE DEBT				\$119,050.00
17 CFG COMMUNITY BANK 1422 CLARKVIEW ROAD BALTIMORE, MD 21209	CONTACT: MICHAEL HOEHN PHONE: 410-823-0500 MICHAEL.HOEHN@CFGCOMMUNITYBANK.COM	TRADE DEBT				\$117,300.00
18 BULK CHEMICAL SERVICES LLC 1355 TERRELL MILL ROAD MARIETTA, GA 30067	CONTACT: NICK MAHLBERG PHONE: 478-491-6425 NMAHLBERG@BCSCHEM.COM	TRADE DEBT				\$115,206.00
19 BLUEMODUS, INC. 1641 CALIFORNIA ST STE 400 DENVER, CO 80202	CONTACT: CARLOS OROZCO PHONE: 303-759-2100 EXT. 339 COROZCO@BLUEMODUS.COM	TRADE DEBT				\$85,850.00
20 OCONEE ELECTRIC MEMBERSHIP ATTN MARTY SMITH, CEO 3445 HWY 80 W DUDLEY, GA 31022-0037	CONTACT: TERRI HOWARD PHONE: 478-676-1164 TERRI.HOWARD@OCONEEEMC.COM	TRADE DEBT				\$85,011.00

Debtor: CARBO Ceramics Inc.

Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21 IMERYS KAOLIN INC 100 MANSELL CT ROSWELL, GA 30076	CONTACT: KERMIT CARPENTER (BILLING CONTROLLER) PHONE: 770-645-3677 KERMIT.CARPENTER@IMERY S.COM	TRADE DEBT				\$77,061.00
22 INTERSTATE INDUSTRIAL SANDS LLC 3131 FERNBROOK LANE, STE 238 PLYMOUTH, MN 55447	CONTACT: NATE HOLMBERG PHONE: 763-432-6552 NATE@IEPHOLDINGS.COM	TRADE DEBT				\$72,049.00
23 GILSCOT-GUIDROZ INT'L 5124 TARAVELLA RD MARRERO, LA 70072	CONTACT: KEITH GUIDROZ, JR. PHONE: 504-731-1997 KEITHJR@GILSCOT.COM	TRADE DEBT				\$69,855.00
24 FRACHT FWO INC 16701 GREENSPOINT PARK DRIVE, STE. 300 HOUSTON, TX 77060	CONTACT: NEVILLE DARLASTON PHONE: 281-248-2020 NEVILLE.DARLASTON@FRAC HT.COM	TRADE DEBT				\$63,975.00
25 CHICAGO FREIGHT CAR LEASING 425 N. MARTINGALE RD, 6TH FLOOR SCHAUMBURG, IL 60173	CONTACT: JIM KENNEDY PHONE: 847-384-4441 JAMES.KENNEDY@CRDX.CO M	TRADE DEBT				\$60,500.00
26 ADVANCED HANDLING SYSTEMS INC. 106 VICTORIA DRIVE LAGRANGE, GA 30240	CONTACT: NED DANIEL PHONE: 706-881-1914 NEDDANIEL2@GMAIL.COM	TRADE DEBT				\$55,255.00
27 BEAVER STEEL SERVICES, INC. 1200 ARCH ST #1 CARNEGIE, PA 15106	CONTACT: TODD DAVIS PHONE: 412-429-8860 TODDD@BEAVERSTEEL.COM	TRADE DEBT				\$51,975.00
28 BO'S WOOD PRODUCTS, INC. 2427 HWY 140 NW ADAIRSVILLE, GA 30103	CONTACT: KRAIG HITTLER PHONE: 478-456-0842 KRAIG@BOWOODPRODUCTS .COM	TRADE DEBT				\$48,351.00
29 CITY OF MILLEN 548 COTTON AVE MILLEN, GA 30442	CONTACT: JEFF BRANTLEY PHONE: 478-982-6100 JBRANTLEY@CITYOFMILLENG A.GOV	TRADE DEBT				\$47,869.00
30 KURARAY AMERICA INC 2625 BAY AREA BLVD, STE 600 HOUSTON, TX 77058	CONTACT: ARCADIO SALAS PHONE: 281-204-6732 ARCADIO.SALAS@KURARAY.C OM	TRADE DEBT				\$46,525.00

Fill in this information to identify the case and this filing:

Debtor Name CARBO Ceramics Inc.
 United States Bankruptcy Court for the: Southern District of Texas
(State)
 Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/29/2020
 MM / DD / YYYY

x


 Signature of individual signing on behalf of debtor

Ernesto Bautista III

Printed name

Vice President & Chief Financial Officer

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Case No. 20-[_____]
	§	
CARBO CERAMICS INC.	§	(Chapter 11)
	§	
Debtor.	§	(Joint Administration Requested)
	§	

CORPORATE OWNERSHIP STATEMENT (RULES 1007 (a)(1) and 7007.1)

Pursuant to Federal Rules of Bankruptcy Procedure 1007 (a)(1) and 7007.1, the following is a corporation, other than the debtor or a governmental unit, that directly or indirectly owns 10% or more of any class of the corporation's equity interests:

Wilks Brothers, LLC
17018 Interstate 20,
Cisco, Texas 76437

**United States Bankruptcy Court
Southern District of Texas**

In re: CARBO Ceramics Inc.

Debtor(s)

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure for filing in this Chapter 11 Case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
AMERIPRISE (0756) ATTN GREG WRAALSTAD OR PROXY MGR 901 3RD AVE SOUTH MINNEAPOLIS, MN 55474	COMMON	24,531	COMMON STOCK
AMIR MOHAMMADNEJAD 2455 DUNSTAN ROAD APT 633 HOUSTON, TX 77005	COMMON	626	COMMON STOCK
AMY N HATAWAY 2050 CREEKSTONE POINT DR CUMMING, GA 30041-8699	COMMON	1,144	COMMON STOCK
ANDREW WINKLER 1427 CR214 GIDDINGS, TX 78942	COMMON	455	COMMON STOCK
AXOS/COR CLEARING (0052) ATTN CORPORATE ACTIONS DEPT. 1200 LANDMARK CENTER, STE. 800 OMAHA, NE 68102-1916	COMMON	12,636	COMMON STOCK
BANK OF AMERICA, NA/GWIM TST OPER (0955) ATTN CORPORATE ACTIONS MANAGER 901 MAIN STREET 12TH FLOOR DALLAS, TX 75202	COMMON	116,256	COMMON STOCK
BANK OF NEW YORK MELLON (0901) ATTN EVENT CREATION 500 GRANT STREET ROOM 151-1700 PITTSBURGH, PA 15258	COMMON	554,806	COMMON STOCK
BARCLAYS CAPITAL (0229, 8455) ATTN CORPORATE ACTIONS/REORG 745 7TH AVENUE, 3RD FLOOR NEW YORK, NY 10019	COMMON	408	COMMON STOCK

In re: **Carbo Ceramics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
BB&T SECURITIES (0702) ATTN JESSE W. SPROUSE OR PROXY MGR 8006 DISCOVERY DRIVE SUITE 200 RICHMOND, VA 23229	COMMON	50	COMMON STOCK
BBS SECURITIES INC./CDS** (5085) ATTN DEBORAH CARLYLE OR PROXY MGR 4100 YONGE STREET SUITE 504A TORONTO, ON M2P 2G2 CANADA	COMMON	1,760	COMMON STOCK
BENJAMIN ELDRED 1725 CRESCENT PLAZA DRIVE APT 1159 HOUSTON, TX 77077-2480	COMMON	5,709	COMMON STOCK
BILLY PETERS 4224 WATERSTONE RD KELLER, TX 76244	COMMON	6,105	COMMON STOCK
BINH JENNY LE 1615 GRAFTON SHOP RD FOREST HILL, MD 21050	COMMON	2,021	COMMON STOCK
BMO NESBITT BURNS INC. /CDS (5043) ATTN PHUTHORN PENIKETT 250 YONGE ST., 14TH FLOOR TORONTO, ON M5B 2M8 CANADA	COMMON	37,570	COMMON STOCK
BNP (2147, 2787) ATTN PROXY DEPARTMENT 525 WASHINGTON BLVD 9TH FLOOR JERSEY CITY, NJ 07310	COMMON	17,005	COMMON STOCK
BNP PARIBAS, NEW YORK BRANCH (2147) ATTN PROXY DEPARTMENT 525 WASHINGTON BLVD 9TH FLOOR JERSEY CITY, NJ 07310	COMMON	168,900	COMMON STOCK

In re: **Carbo Ceramics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
BOFA/ML (0161, 5198, 5143, 8862) ATTN EARL WEEKS OR PROXY DEPT. C/O MERRILL LYNCH CORPORATE ACTIONS 4804 DEER LAKE DR. E. JACKSONVILLE, FL 32246	COMMON	1,092,500	COMMON STOCK
BRETT WILSON 18819 VALLEY COVE DRIVE CYPRESS, TX 77433-2980	COMMON	10,250	COMMON STOCK
BRIAN DAVIDSON [ADDRESS REDACTED]	COMMON	3,689	COMMON STOCK
BRIAN DZUBIN 12039 THORNECREST DR TOMBALL, TX 77375-1731	COMMON	781	COMMON STOCK
BRIAN HICKS 1508 ASH RUN CT PEARLAND, TX 77581	COMMON	419	COMMON STOCK
BRIAN HORTON PO BOX 2628 VIDALIA, GA 30475-2628	COMMON	165	COMMON STOCK
BROWN BROTHERS HARRIMAN & CO. (0010) ATTN CORPORATE ACTIONS / VAULT 140 BROADWAY NEW YORK, NY 10005	COMMON	2,879,151	COMMON STOCK
BRUCE EDWIN WHITE & CINDY WHITE JT TEN 45 LAKESIDE DRIVE EUFAULA, AL 36027-9566	COMMON	150	COMMON STOCK
BRUCE WHITE 45 LAKESIDE DRIVE EUFAULA, AL 36027-9566	COMMON	1,353	COMMON STOCK
CAITLIN TRIBOUT 823 E HAMPTON DR PEARLAND, TX 77584	COMMON	128	COMMON STOCK

In re: **Carbo Ceramics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
CAJA DE VALORES S.A. (5610) ATTN MELINA BOBBIO OR PROXY MGR AVE 25 DE MAYO 362 C1002ABH BUENOS AIRES ARGENTINA	COMMON	258	COMMON STOCK
CANACCORD GENUITY CORP./CDS (5046) ATTN BEN THIESSEN OR PROXY DEPT. 10337 PACIFIC CENTRE 2200-609 GRANVILLE STREET VANCOUVER, BC V7Y 1H2 CANADA	COMMON	500	COMMON STOCK
CARL FLANAGAN 6642 HARBOURSIDE LANE MISSOURI CITY, TX 77459	COMMON	2,337	COMMON STOCK
CARLA S MASHINSKI [ADDRESS REDACTED]	COMMON	15,000	COMMON STOCK
CDS CLEARING AND DEPOSITORY (5099) ATTN LORETTA VERELLI OR PROXY MGR 600 BOUL. DE MAISONNEUVE OUEST BUREAU 210 MONTREAL, QC H3A 3J2 CANADA	COMMON	13,574	COMMON STOCK
CETERA (0701) ATTN ANGELA HANDELAND OR PROXY MGR 400 1ST STREET SOUTH SUITE 300 ST. CLOUD, MN 56301	COMMON	1,886	COMMON STOCK
CHAD CANNAN 22 JONQUIL PL TOMBALL, TX 77375-1156	COMMON	3	COMMON STOCK
CHAD DEATON [ADDRESS REDACTED]	COMMON	35,848	COMMON STOCK
CHARLES SCHWAB & CO., INC. (0164) ATTN CHRISTINA YOUNG OR PROXY MGR 2423 EAST LINCOLN DRIVE PHOENIX, AZ 85016-1215	COMMON	2,102,658	COMMON STOCK

In re: **Carbo Ceramics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
CIBC WORLD MKTS. /CDS (5030) ATTN REED JON OR PROXY DEPT. 22 FRONT ST. W. 7TH FL TORONTO, ON M5J 2W5 CANADA	COMMON	53,946	COMMON STOCK
CITADEL SECURITIES LLC (0395) ATTN KEVIN NEWSTEAD OR PROXY MGR 131 SOUTH DEARBORN STREET 35TH FLOOR CHICAGO, IL 60603	COMMON	2	COMMON STOCK
CITIBANK (0505) ATTN DARYL SLATER OR REORG MGR 3800 CITIBANK CENTER B3-12 TAMPA, FL 33610	COMMON	3,092,062	COMMON STOCK
CITIBANK, N.A. (0908) ATTN SHERIDA SINANAN OR PROXY DEPT. 3801 CITIBANK CENTER B/3RD FLOOR/ZONE 12 TAMPA, FL 33610	COMMON	473,161	COMMON STOCK
CLAUDE KRAUSE 101 SAWGRASS LN BROUSSARD, LA 70518-6146	COMMON	2,839	COMMON STOCK
CLEARSTREAM BANKING AG ATTN NICO STAES MERGENTHALLERALLEE 61 ESCBORN D-65760 GERMANY	COMMON	286,795	COMMON STOCK
COMMERCE (2170) ATTN ANDY SORKIN OR PROXY MGR INVESTMENT MANAGEMENT GROUP 922 WALNUT KANSAS CITY, MO 64106	COMMON	210	COMMON STOCK
CRAIG WYSONG 4019 COOSA DRIVE BONAIRE, GA 31005	COMMON	495	COMMON STOCK

In re: **Carbo Ceramics, Inc.**

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LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
CREDENTIAL SECURITIES INC (5083) ATTN DANIELLE MONTANARI OR PROXY MGR 700 - 1111 W. GEORGIA ST VANCOUVER, BC V6E 4T6 CANADA	COMMON	6,630	COMMON STOCK
CREDIT SUISSE (0355) ATTN EMILY CONNORS OR PROXY DEPT. C/O REORGANIZATION DEPT. 7033 LOUIS STEPHENS DRIVE RESEARCH TRIANGLE PARK, NC 27709	COMMON	26	COMMON STOCK
CREST INTL NOMINEES LIMITED (2012) ATTN NATHAN ASHWORTH OR PROXY MGR 33 CANNON STREET LONDON EC4M 5SB UNITED KINGDOM	COMMON	3,935	COMMON STOCK
D. A. DAVIDSON & CO. (0361) ATTN RITA LINSKEY OR PROXY MGR 8 THIRD STREET NORTH GREAT FALLS, MT 59401	COMMON	12,236	COMMON STOCK
DALE EDEN [ADDRESS REDACTED]	COMMON	14,813	COMMON STOCK
DANA JOHNSEY 3814 EMERALD BRANCH LN KATY, TX 77450-8039	COMMON	1,369	COMMON STOCK
DANIEL PICKELNER 7830 LUDINGTON DR HOUSTON, TX 77071-2541	COMMON	70	COMMON STOCK
DANIELLE MOREAU 141 WILLOW BEND YOUNGSVILLE, LA 70592	COMMON	1,397	COMMON STOCK
DAT LE 2422 HORNED OWL DR KATY, TX 77494	COMMON	602	COMMON STOCK
DAVENPORT & COMPANY LLC (0715) ATTN KIM NIEDING OR PROXY MGR 901 EAST CARY ST 11TH FLOOR RICHMOND, VA 23219	COMMON	1,600	COMMON STOCK

In re: **Carbo Ceramics, Inc.**

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LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
DAVID GIROUARD 8214 LALLAROOK DR COLUMBUS, GA 31909-2493	COMMON	4,104	COMMON STOCK
DAVID GRENIER 14407 LAWTON RIDGE DR CYPRESS, TX 77429-4875	COMMON	205	COMMON STOCK
DAVID KESSLER SR 200 MARINA DRIVE EUFAULA, AL 36027	COMMON	7,484	COMMON STOCK
DAWN PICARD 2009 ALLIGATOR ALLEY NEW IBERIA, LA 70560	COMMON	591	COMMON STOCK
DEEPAK GUSAIN 14515 BRIAR FOREST DR APT 1137 HOUSTON, TX 77077-2095	COMMON	1,504	COMMON STOCK
DESJARDINS SECURITIES INC.** (5028) ATTN KARLA DIAZ FOR MATERIALS VALEURS MOBILIAIRES DESJARDINS 2, COMPLEXE DESJARDINS TOUR EST MONTREAL, QC H5B 1B4 CANADA	COMMON	175	COMMON STOCK
DON CONKLE [ADDRESS REDACTED]	COMMON	100,329	COMMON STOCK
DON WILSON 110 KENTUCKY DOWNS PERRY, GA 31069	COMMON	218	COMMON STOCK
DOUG COLLINS 211 BRAHMWELL LAFAYETTE, LA 70508-1827	COMMON	1,655	COMMON STOCK
E- TRANSACTION CLEARING (0873) ATTN JANE BUHAIN OR PROXY MGR 660 S. FIGUEROA STREET SUITE 1450 LOS ANGELES, CA 90017	COMMON	104	COMMON STOCK

In re: **Carbo Ceramics, Inc.**

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LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
EDWARD JONES (0057) ATTN DEREK ADAMS OR PROXY DEPT. CORPORATE ACTIONS & DISTRIBUTION 12555 MANCHESTER ROAD ST. LOUIS, MO 63131	COMMON	146,529	COMMON STOCK
ELLEN SMITH [ADDRESS REDACTED]	COMMON	38,475	COMMON STOCK
ERIC DEPRIEST 608 ALMONASTER RD YOUNGSVILLE, LA 70592	COMMON	1,882	COMMON STOCK
ERIK HULSE 2722 RAINFLOWER MEADOW LN KATY, TX 77494-7814	COMMON	2,966	COMMON STOCK
ERNESTO BAUTISTA III [ADDRESS REDACTED]	COMMON	20,708	COMMON STOCK
ETRADE/APEX (0158/0385) C/O BROADRIDGE SECURITIES PROCESSING ATTN: YASMINE CASSEUS 2 GATEWAY CENTER NEWARK, NJ 07102	COMMON	2,362,362	COMMON STOCK
FAISAL SALEEM 1205 SAND JACK DR CORINTH, TX 76208-5457	COMMON	84	COMMON STOCK
FLORINE MESTAYER 509 PATRICK DR BROUSSARD, LA 70518-4743	COMMON	391	COMMON STOCK
FLORINE MESTAYER 509 PATRICK DRIVE BROUSSARD, LA 70518-4743	COMMON	798	COMMON STOCK
FOLIO (FN) INVESTMENTS, INC. (0728) ATTN ASHLEY THEOBALD OR PROXY MGR 8180 GREENSBORO DRIVE 8TH FLOOR MCLEAN, VA 22102	COMMON	3,304	COMMON STOCK
GARY KOLSTAD [ADDRESS REDACTED]	COMMON	59,007	COMMON STOCK

In re: **Carbo Ceramics, Inc.**

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LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
GEORGE KING 2103 OLD DIXIE RICHMOND, TX 77469-6814	COMMON	124	COMMON STOCK
GILBERTO VILLELA 17023 VISTA PARK DR SAN ANTONIO, TX 78247-4671	COMMON	333	COMMON STOCK
GLENN BROUSSARD 205 GASLIGHT LANE YOUNGSVILLE, LA 70592-5388	COMMON	1,822	COMMON STOCK
GMP SECURITIES L.P.** (5016) ATTN TERRY YOUNG OR PROXY MGR 145 KING STREET WEST SUITE 1100 TORONTO, ON M5H 1J8 CANADA	COMMON	33,900	COMMON STOCK
GOLDMAN SACHS (0005) ATTN MEGHAN SULLIVAN OR PROXY DEPT 30 HUDSON STREET JERSEY CITY, NJ 07302	COMMON	53,292	COMMON STOCK
GREGORY KLOOSTERMAN 3348 SYLVAN ROAD BETHEL PARK, PA 15102	COMMON	181	COMMON STOCK
H E LENTZ JR [ADDRESS REDACTED]	COMMON	35,198	COMMON STOCK
HAROLD JOHNSON 121 FIELD CREST PKWY YOUNGSVILLE, LA 70592	COMMON	3,162	COMMON STOCK
HENRY BRIDGES 12730 ROBINS CREST DR TOMBALL, TX 77377	COMMON	234	COMMON STOCK
HILLTOP SECURITIES (0279) ATTN PROXY DEPT. 1201 ELM STREET SUITE 3500 DALLAS, TX 75270	COMMON	12,680	COMMON STOCK

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(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
HSBC BANK USA, NA/CLEARING (8396) ATTN BARBARA SKELLY OR PROXY MGR 545 WASHINGTON BLVD 10TH FLOOR JERSEY CITY, NJ 07310	COMMON	27,207	COMMON STOCK
IGOR STELIN 1895 BEACON ST APT 1 BROOKLINE, MA 02445-4240	COMMON	3,811	COMMON STOCK
INDUST & COMM BANK OF CHINA (0824) ATTN HENRY NAPIER OR PROXY MGR 1633 BROADWAY, 28TH FLOOR NEW YORK, NY 10019	COMMON	3,500	COMMON STOCK
INTERACTIVE BROKERS (0534) ATTN KARIN MCCARTHY OR PROXY DEPT. 2 PICKWICK PLAZA, 2ND FLOOR GREENWICH, CT 06830	COMMON	758,201	COMMON STOCK
J.P. MORGAN/CLEARING (0352) ATTN CORPORATE ACTIONS TEAM 500 STANTON CHRISTIANA RD. NCC5 FL3 NEWARK, DE 19713	COMMON	119,660	COMMON STOCK
JACK YUAN YI SHENG 1536 SPRING LAKE DR KELLER, TX 76248-8908	COMMON	490	COMMON STOCK
JAMES BEVILL 119 BENTWOOD CIRCLE MACON, GA 31210-4000	COMMON	4,344	COMMON STOCK
JAMES HOGAN 1401 MCLENDON RD DUBLIN, GA 31021	COMMON	2,252	COMMON STOCK
JAMES LUVER SMITH PO BOX 744 CLAYTON, AL 36016-0744	COMMON	1,121	COMMON STOCK
JAMES OSBY 846 BENT LEAF DR DALLAS, GA 30132	COMMON	666	COMMON STOCK
JAMIE EFURD 2207 SPRING LAKE PARK LANE SPRING, TX 77386	COMMON	2,606	COMMON STOCK

In re: **Carbo Ceramics, Inc.**

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(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
JANNEY MONTGOMERY SCOTT INC. (0374) ATTN CORPORATE ACTIONS 1717 ARCH ST 17TH FL PHILADELPHIA, PA 19103-1675	COMMON	251	COMMON STOCK
JASON GOODWIN 1615 WEST ROSE TERRACE LANE HOUSTON, TX 77055	COMMON	3,628	COMMON STOCK
JASON TORRES 12503 RANCH SUMMIT SAN ANTONIO, TX 78245-3178	COMMON	690	COMMON STOCK
JEREMY CARTER 3941 HOLLOW LAKE RD ROANOKE, TX 76262-3833	COMMON	433	COMMON STOCK
JESSICA ESCALANTE 1922 BLUEWATER BAY DRIVE KATY, TX 77494-6219	COMMON	91	COMMON STOCK
JOEL LAMB 527 FLAT SHOAL RD GRAY, GA 31032-4639	COMMON	2,717	COMMON STOCK
JOHN CANFIELD 17696 COUNTY ROAD 112 BRISTOL, IN 46507	COMMON	273	COMMON STOCK
JOHN DOUGLAS 17102 UPTON HILL DR CYPRESS, TX 77433-5092	COMMON	5,708	COMMON STOCK
JOHN KULLMAN 8498 EAST LIGHTENING VIEW DRIVE PARKER, CO 80134-5823	COMMON	220	COMMON STOCK
JOHN L HETTRICK 115 MEADOW ROAD BUFFALO, NY 14216-3613	COMMON	150	COMMON STOCK
JOSHUA VOGT 1204 EAST HAMPTON DR STATESBORO, GA 30461	COMMON	214	COMMON STOCK

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(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
JOY CAMPBELL 130 E EDITH RD LAFAYETTE, LA 70508-7904	COMMON	2,875	COMMON STOCK
JPMORGAN CHASE (0902, 1970) ATTN JEFF LAZARUS OR REORG MGR NY1-C094 4 METROTECH CENTER - 3RD FLOOR BROOKLYN, NY 11245	COMMON	354,998	COMMON STOCK
JUDITH G KUHLMANN 106 GREENRIDGE AVE WHITE PLAINS, NY 10605-2418	COMMON	150	COMMON STOCK
KAHLIL BOWEN 445 SPYGLASS DRIVE WILLOW PARK BOERNE, TX 78006	COMMON	237	COMMON STOCK
KATHRYN TUCKER 25627 CORONADO BLUFF SAN ANTONIO, TX 78260	COMMON	666	COMMON STOCK
KEITH LEW 20310 MONICA JOYCE LN CYPRESS, TX 77433	COMMON	187	COMMON STOCK
KEN SMITH 10207 RUSSET FIELD CT HOUSTON, TX 77070-3448	COMMON	346	COMMON STOCK
KENN JOHNSON 1 SANDAY RD ABERDEEN AB15 6DS UNITED KINGDOM	COMMON	3,760	COMMON STOCK
KENNETH LANGEVIN 7519 WILLOW SCHOOL DR SPRING, TX 77389-1502	COMMON	3,528	COMMON STOCK
KEYBANK NATIONAL ASSOCIATION (2205) ATTN WILLIAM WEBBER OR PROXY MGR 4900 TIEDEMAN ROAD BROOKLYN, OH 44144	COMMON	1,000	COMMON STOCK
KIMBERLEY EESON 302 CONOLY ST HOUSTON, TX 77009	COMMON	234	COMMON STOCK

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Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
KOKFOONG CHAN 10221 CENTREPARK DR APT 1727 HOUSTON, TX 77043	COMMON	807	COMMON STOCK
KORAS SHAH 25023 LENORA DRIVE KATY, TX 77493	COMMON	978	COMMON STOCK
LARRY L PERKINS 1613 CARRUTH LN SOUTHLAKE, TX 76092-3942	COMMON	396	COMMON STOCK
LEE REYNAUD 1000 BERRY ST CELINA, TX 75009-1624	COMMON	466	COMMON STOCK
LEK SECURITIES CORPORATION (0512) ATTN DANIEL HANUKA OR PROXY MGR 1 LIBERTY PLAZA 52ND FLOOR NEW YORK, NY 10006	COMMON	94,135	COMMON STOCK
LPL FINANCIAL CORPORATION (0075) ATTN CORPORATE ACTIONS 1055 LPL WAY FORT MILL, SC 29715	COMMON	38,648	COMMON STOCK
MARK THOMAS [ADDRESS REDACTED]	COMMON	8,296	COMMON STOCK
MARLENE KAY MCGILL 22602 CORAINDER MAGNOLIA, TX 77355	COMMON	10	COMMON STOCK
MARSCO INVESTMENT CORP (0287) ATTN KAREN JACOBSEN OR PROXY MGR 101 EISENHOWER PARKWAY ROSELAND, NJ 07068	COMMON	70	COMMON STOCK
MARSHALL WOLF BOX 730 STATION A TORONTO, ON M5W 1G2 CANADA	COMMON	1	COMMON STOCK
MARTY BEACHAM 1310 FRED BEACHAM RD ROCKLEDGE, GA 30454-1113	COMMON	1,000	COMMON STOCK

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LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
MATTHEW CONWAY 1700 CONRIDGE DR EDMOND, OK 73034-6863	COMMON	165	COMMON STOCK
MEDIANT COMMUNICATIONS STEPHANY HERNANDEZ 100 DEMAREST DRIVE WAYNE, NJ 07470	COMMON	88,142	COMMON STOCK
MICHAEL ERICKSON PO BOX 1189 EVANSTON, WY 82931-1189	COMMON	39	COMMON STOCK
MICHAEL MAROTZ 25939 RAVENSIDE DR KATY, TX 77494	COMMON	2,161	COMMON STOCK
MICHAEL STOCK 1139 DETROIT ST DENVER, CO 80206-3327	COMMON	693	COMMON STOCK
MIKE SHADE 15003 QUINCE CT THORNTON, CO 80602	COMMON	5,534	COMMON STOCK
MINJUNG CHO 24714 TOP MARK KATY, TX 77494	COMMON	187	COMMON STOCK
MIZUHO TRUST & BANKING CO (2888) ATTN ROBERT KOWALEWSKI OR PROXY MGR 666 FIFTH AVENUE NEW YORK, NY 10103	COMMON	500	COMMON STOCK
MORGAN STANLEY (0015, 0050, 7309) ATTN MS PROXY DEPARTMENT 1300 THAMES STREET WHARF BALTIMORE, MD 21231	COMMON	870,134	COMMON STOCK
NATHANIEL S RUBIN EX EST ROBERT S RUBIN 15 CLARK ST # 3A BROOKLYN, NY 11201	COMMON	22,200	COMMON STOCK

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(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
NATIONAL FINANCIAL SVCS. (0226) ATTN SEAN COLE OR PROXY DEPT. NEWPORT OFFICE CENTER III 499 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310	COMMON	2,355,073	COMMON STOCK
NBCN INC. /CDS (5008) ATTN DANIEL NTAP OR PROXY MGR 1010 RUE DE LA GAUCHETIERE ST. WEST SUITE 1925 MONTREAL, QC H3B 5J2 CANADA	COMMON	24,945	COMMON STOCK
NHAN NGUYEN 4807 BELLAIRE BLVD BELLAIRE, TX 77401	COMMON	469	COMMON STOCK
NICOLAS LOPEZ 27530 LLANO MEADOWS LN FULSHEAR, TX 77441	COMMON	3,009	COMMON STOCK
NICOLE STARR 8421 MORITZ GREEN HOUSTON, TX 77055	COMMON	1,593	COMMON STOCK
NIJAT GULIYEV 21803 BENT ARBOR KATY, TX 77450	COMMON	229	COMMON STOCK
NORTHERN TRUST COMPANY, THE (2669) ATTN ANDREW LUSSEN OR PROXY MGR 801 S. CANAL STREET ATTN: CAPITAL STRUCTURES-C1N CHICAGO, IL 60607	COMMON	9,988	COMMON STOCK
OLATUNJI OREKHA 12 PLUMAS DR DURHAM, NC 27705-6196	COMMON	459	COMMON STOCK
OMAR HINOJOS 1508 CANAAN RD ANDREWS, TX 79714	COMMON	30	COMMON STOCK
OPPENHEIMER & CO. INC. (0571) ATTN COLIN SANDY OR PROXY MGR 85 BROAD STREET, 4TH FLOOR NEW YORK, NY 10004	COMMON	9,714	COMMON STOCK

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LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
PAUL HOWARD [ADDRESS REDACTED]	COMMON	6,298	COMMON STOCK
PERSHING (0443) ATTN JOSEPH LAVARA OR PROXY DEPT. 1 PERSHING PLAZA JERSEY CITY, NJ 07399	COMMON	332,569	COMMON STOCK
PNC BANK, NA (2616) ATTN EILEEN BLAKE OR PROXY MGR 8800 TINICUM BLVD MS F6-F266-02-2 PHILADELPHIA, PA 19153	COMMON	3,445	COMMON STOCK
PRAGNYA MARUWADA 2501 CIMMARON DR PLANO, TX 75025	COMMON	190	COMMON STOCK
QIANMEI ZHANG 24802 COBBLE CANYON LANE KATY, TX 77494	COMMON	757	COMMON STOCK
QUESTRADE INC./CDS (5084) ATTN AL NANJI OR PROXY MGR 5650 YONGE STREET TORONTO, ON M2M 4G3 CANADA	COMMON	49,928	COMMON STOCK
RANDY L LIMBACHER [ADDRESS REDACTED]	COMMON	39,190	COMMON STOCK
RAYMOND JAMES & ASSOCIATES (0725) ATTN ROBERTA GREEN OR PROXY MGR 880 CARILION PARKWAY TOWER 2, 4TH FLOOR ST. PETERSBURG, FL 33716	COMMON	92,571	COMMON STOCK
RBC CAPITAL MARKETS CORP (0235) ATTN STEVE SCHAFER OR PROXY MGR 60 S 6TH ST - P09 MINNEAPOLIS, MN 55402-1106	COMMON	708,813	COMMON STOCK
RBC DOMINION /CDS (5002) ATTN PROXY MGR 2 BLOOR STREET E # 2300 TORONTO, ON M4W 1A8 CANADA	COMMON	154,693	COMMON STOCK

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LIST OF EQUITY SECURITY HOLDERS

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Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
RELIANCE TRUST CO (2042, 5409) ATTN TONIE MONTGOMERY 1100 ABERNATHY ROAD SUITE 400 ATLANTA, GA 30328	COMMON	9,600	COMMON STOCK
RICARDO SANTANDER 2003 RED WREN CIR KATY, TX 77494	COMMON	3,134	COMMON STOCK
RICHARD ALLEN 115 HICKORY HOLLOW EATONTON, GA 31024-7405	COMMON	1,245	COMMON STOCK
RICHARD DAVIS 6351 PRAIRIE BRUSH TRL ARGYLE, TX 76226-1835	COMMON	333	COMMON STOCK
RICHARD LABUTKA 3251 34TH AVE N SAINT PETERSBURG, FL 33713-1524	COMMON	142	COMMON STOCK
RICHARD THURSTON 404 FENCELINE DR ARGYLE, TX 76226-1263	COMMON	3,330	COMMON STOCK
ROBERT DUENCKEL 13872 WINDY OAKS RD COLORADO SPRINGS, CO 80921-2917	COMMON	1,172	COMMON STOCK
ROBERT W. BAIRD & CO. INC. (0547) ATTN JAN SUDFELD OR PROXY MGR 777 E. WISCONSIN AVENUE 19TH FLOOR MILWAUKEE, WI 53202	COMMON	36,647	COMMON STOCK
ROBERT WILLETTE [ADDRESS REDACTED]	COMMON	11,689	COMMON STOCK
SAAD ULABY 3423 CREEKSTONE DR SUGAR LAND, TX 77479-2419	COMMON	6,673	COMMON STOCK
SAMUEL E JOHNSON TR 06/02/97 THE JOHNSON REVOCABLE TRUST BOX 271 YUBA CITY, CA 95992-0271	COMMON	1	COMMON STOCK

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Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
SCOTIA CAPITAL /CDS (5011) ATTN EVELYN PANDE OR PROXY DEPT. SCOTIA PLAZA 40 KING STREET W, 23RD FL TORONTO, ON M5H 1H1 CANADA	COMMON	41,333	COMMON STOCK
SCOTT BERRY 5050 WESTWAY PARK BLVD STE 150 HOUSTON, TX 77041-2018	COMMON	514	COMMON STOCK
SEI PRIVATE TRUST COMPANY (2663) ATTN ERIC GREENE OR PROXY MGR ONE FREEDOM VALLEY DRIVE OAKS, PA 19456	COMMON	3,000	COMMON STOCK
SG AMERICAS SECURITIES, LLC (0286) ATTN PAUL MITSAKOS OR PROXY MGR 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020	COMMON	26,249	COMMON STOCK
SHANE HEBERT 1636 LA HWY 83 FRANKLIN, LA 70538	COMMON	790	COMMON STOCK
SHANNON CLARKSON [ADDRESS REDACTED]	COMMON	9,049	COMMON STOCK
SHELLY ROSEN 602 ELLINGHAM DR KATY, TX 77450	COMMON	234	COMMON STOCK
SIGMUND L CORNELIUS [ADDRESS REDACTED]	COMMON	7,500	COMMON STOCK
SOUVIK MUKHERJEE 27018 DOWNING PARK BLVD KATY, TX 77494	COMMON	192	COMMON STOCK
SPENCER STONE 33018 THOUSAND OAKS BLVD MAGNOLIA, TX 77354	COMMON	206	COMMON STOCK
STANFORD RICKERT 41 S PONY MEADOWS DR WICHITA, KS 67232-9214	COMMON	606	COMMON STOCK

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Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
STANISLAV SHELUDKO 28727 PRIMROSE BLUFF DR KATY, TX 77494	COMMON	1,788	COMMON STOCK
STATE STREET (0997, 2399) ATTN PROXY DEPARTMENT 1776 HERITAGE DRIVE NORTH QUINCY, MA 02171	COMMON	200,302	COMMON STOCK
STEPHEN LOVE [ADDRESS REDACTED]	COMMON	26,643	COMMON STOCK
STEVEN HOWE 4328 AHWICK GRN HILLIARD, OH 43026-7582	COMMON	30	COMMON STOCK
STEVEN MANIER POBOX 147 W5601 PINE VIEW RD NEILLSVILLE, WI 54456-0147	COMMON	3,964	COMMON STOCK
STIFEL NICOLAUS & CO. (0793) ATTN CHRIS WIEGAND OR PROXY DEPT. C/O MEDIAN COMMUNICATIONS 501 N. BROADWAY ST. LOUIS, MO 63102	COMMON	339,491	COMMON STOCK
STOCKCROSS FINANCIAL (0445) ATTN DIANE TOBEY OR PROXY MGR 77 SUMMER STREET BOSTON, MA 02210	COMMON	10,800	COMMON STOCK
SUMITOMO TRUST & BANKING (2779) ATTN BETH MUELLER OR PROXY MGR 527 MADISON AVENUE NEW YORK, NY 10022	COMMON	200	COMMON STOCK
T MICHAEL MORRIS & LINDA W MORRIS JT TEN PO BOX 644 ISLE OF PALMS, SC 29451-0644	COMMON	50	COMMON STOCK
TARLOCHAN SINGH 1106 MOONMIST LANE BAKERSFIELD, CA 93311-3530	COMMON	400	COMMON STOCK

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Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
TD AMERITRADE CLEARING, INC. (0188) ATTN MANDI FOSTER OR PROXY MGR 1005 AMERITRADE PLACE BELLEVUE, NE 68005	COMMON	3,082,403	COMMON STOCK
TD WATERHOUSE CANADA INC. /CDS (5036) ATTN YOUSUF AHMED OR PROXY MGR 77 BLOOR STREET WEST 3RD FLOOR TORONTO, ON M4Y 2T1 CANADA	COMMON	293,409	COMMON STOCK
TERRY KIKER 5512 SUNDANCE COURT MIDLAND, TX 79707	COMMON	346	COMMON STOCK
TERRY PALISCH 3103 WYNDHAM LANE RICHARDSON, TX 75082-3133	COMMON	13,091	COMMON STOCK
THU LIENG 20926 FLOWER CROFT CT RICHMOND, TX 77407-4488	COMMON	3,051	COMMON STOCK
TIMOTHY A KRIEGSHAUSER 1335 BENT TRAIL CR SOUTHLAKE, TX 76092-9415	COMMON	3,961	COMMON STOCK
TODD ROPER 25606 LUNA VISTA LN KATY, TX 77494-4088	COMMON	3,187	COMMON STOCK
TRADESTATION SECURITIES (0271) ATTN CORPORATE ACTIONS 8050 SW 10TH STREET, STE 2000 PLANTATION, FL 33324	COMMON	31,717	COMMON STOCK
U.S. BANK N.A. (2803) ATTN PAUL KUXHAUS OR PROXY MGR 1555 N. RIVER CENTER DRIVE SUITE 302 MILWAUKEE, WI 53212	COMMON	288	COMMON STOCK
UBS FINANCIAL SERVICES LLC (0221) ATTN PROXY DEPARTMENT - JANE FLOOD 1000 HARBOR BLVD WEEHAWKEN, NJ 07086	COMMON	162,357	COMMON STOCK

In re: **Carbo Ceramics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
UBS SECURITIES LLC (0642) ATTN MICHAEL HALLET OR PROXY MGR PROXY DEPARTMENT 315 DEADRICK STREET NASHVILLE, TN 37238	COMMON	19,700	COMMON STOCK
VANGUARD MARKETING CORP (0062) ATTN BEN BEGUIN OR PROXY MGR 14321 N. NORTHSIGHT BOULEVARD SCOTTSDALE, AZ 85260	COMMON	708,693	COMMON STOCK
VIRTU AM (0295) ATTN JANICA BRINK OR PROXY MGR 300 VESEY STREET NEW YORK, NY 10282	COMMON	10,542	COMMON STOCK
VISION FINANCIAL MARKETS LLC (0595) ATTN OPS DEPT 120 LONG RIDGE ROAD, 3 NORTH STAMFORD, CT 06902	COMMON	1,415	COMMON STOCK
WADHAH AL-TAILJI 27314 N SADDLE CREEK LN FULSHEAR, TX 77441-1110	COMMON	7,310	COMMON STOCK
WEDBUSH (0103, 8199) ATTN ALAN FERREIRA OR PROXY MGR 1000 WILSHIRE BLVD., SUITE #850 LOS ANGELES, CA 90030	COMMON	2,286	COMMON STOCK
WELLS FARGO CLEARING SERVICES LLC (0141) ATTN PROXY DEPARTMENT H0006-08N 2801 MARKET STREET ST. LOUIS, MO 63103	COMMON	881,052	COMMON STOCK
WELLS FARGO SECURITIES, LLC (0250) ATTN SCOTT NELLIS OR PROXY MGR CORP ACTIONS - MAC D109-010 1525 WEST W.T. HARRIS BLVD, 1B1 CHARLOTTE, NC 28262	COMMON	66	COMMON STOCK
WILLIAM BISHOP 160 SPRING RUN ROAD DECATUR, TX 76234	COMMON	433	COMMON STOCK

In re: **Carbo Ceramics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
WILLIAM C MORRIS [ADDRESS REDACTED]	COMMON	2,708,859	COMMON STOCK
WILLIAM POPE 538 BLUFF VIEW DR RINGGOLD, GA 30736-2562	COMMON	79	COMMON STOCK

Fill in this information to identify the case and this filing:

Debtor Name CARBO Ceramics Inc.
 United States Bankruptcy Court for the: Southern District of Texas
 (State)
 Case number (if known): 20-

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders and Corporate Ownership Statements

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/29/2020
 MM / DD / YYYY

x



Signature of individual signing on behalf of debtor

Ernesto Bautista III

Printed name

Vice President & Chief Financial Officer

Position or relationship to debtor